



## NOTICE OF EXTRAORDINARY GENERAL MEETING IN THIN FILM ELECTRONICS ASA

Notice is hereby given that an Extraordinary General Meeting of Thin Film Electronics ASA (the "**Company**") will take place:

**15 April 2020 at 09:00 hours  
at Advokatfirmaet Ræder AS, Dronning Eufemias gate 11 in Oslo**

At the date of the instant notice the Company's registered share capital amounts to NOK 128,905,878.20 divided into 58,593,581 shares with par value per share of NOK 2.20.

Each share gives the right to one vote at the Company's General Meeting. At the date of the instant notice the Company does not hold own shares. The Company's Articles of Association are available at [www.thinfilmsystems.com](http://www.thinfilmsystems.com).

Reference is made to the ongoing efforts and restrictions imposed by the Norwegian authorities to decrease spread of the coronavirus (Covid-19). The Company recognizes that due to these restrictions it will not be practically possible for all shareholders to attend the Extraordinary General Meeting in person, and the Company also wishes to take precautionary measures to decrease the risk of spread of the virus.

In order to observe the restrictions imposed by the Norwegian authorities, while at the same time upholding shareholders' rights, the Company will offer an electronic solution for the shareholders to participate at the Extraordinary General Meeting. Shareholders participating electronically will be able to follow the Extraordinary General Meeting through a live webcast, submit questions in writing during the Extraordinary General Meeting and exercise voting rights through the electronic system. See [Appendix 1](#) for further information on how to participate online at the Extraordinary General Meeting.

The Board also invites the shareholders to submit any questions to the Board in advance. All shareholders that wish to attend the Extraordinary General Meeting are kindly urged to choose to participate through the electronic solution, as opposed to attending the meeting in person, due to the current extraordinary circumstances.

However, if you choose to attend the Extraordinary General Meeting in person or by proxy, we ask that you submit the enclosed Notice of Attendance/Power of Attorney form to: DNB Bank ASA, Verdivapirtjenester, no later than 14 April 2020 at 12:00 noon CET. The Notice of Attendance/Power of Attorney form provides more information about attendance, voting etc. Each shareholder may be accompanied by one adviser and the adviser may speak on behalf of the shareholder at the Extraordinary General Meeting. Furthermore, shareholders have the right to request information from the board members and the managing director in accordance with Section 5-15 of the Norwegian Public Limited Companies Act (the "**PLCA**"). Shareholders choosing to participate in the Extraordinary General Meeting through the electronic solution, must also submit the Notice of Attendance/Power of Attorney form with voting instructions.

In order to observe the restrictions imposed by Norwegian authorities, persons with respiratory infection, or subject to duty of isolation or quarantine, shall not participate in the Extraordinary General Meeting in person. Moreover, travelers that have returned from outside Norway in the last two weeks prior to the Extraordinary General Meeting, shall not participate in the meeting.

The instant notice with attachments and other documents related to the Extraordinary General Meeting are available at [www.thinfilmsystems.com](http://www.thinfilmsystems.com) or can be requested from the Company at no charge from [info@thinfilmsystems.com](mailto:info@thinfilmsystems.com).

The Extraordinary General Meeting will consider and resolve the following matters. For the avoidance of doubt, it is noted that any shareholder has the right to put forward alternative resolutions on the various agenda items.

**1. Registration of shareholders present, in person or by proxy, and shareholders participating through the electronic solution. Election of a person to chair the Meeting and a person to sign the minutes**

The Chairman of the Board of Directors (the "**Board**") of the Company, Mr. Morten Opstad, will open the Extraordinary General Meeting. The Board proposes that Mr. Morten Opstad shall be elected to chair the meeting.

**2. Approval of the notice and the agenda of the Meeting**

**3. Statement from the Board of Directors regarding the Company's financial position**

Pursuant to Section 3-5 of the PLCA, the Board is obligated to act on loss of equity in the Company, and shall propose to the general meeting measures to restore the equity and to give a statement on the Company's financial position to the shareholders. Such statement will be given by the Board under this agenda item 3. If the Private Placement proposed in section 5 is not approved and / or the Company fails to raise sufficient capital to restore the Company's equity, the Board will consider proposing a dissolution of the Company.

Reference is further made to the proposed Private Placement in section 5 and the interim balance sheet referenced in section 4 in this Notice, that will be made available on the Company's website [www.thinfilmsystems.com](http://www.thinfilmsystems.com).

**4. Reduction of share capital by reduction of par value of the shares (including approval of interim balance sheet) and amendment of the Company's Articles of Association**

The Board proposes a share capital reduction followed by an issuance of shares, as proposed in section 5, against capital contribution. The Board considers such reduction of share capital necessary in order to facilitate the issuance of shares in the Private Placement on the terms and conditions as proposed in section 5 below. Please note that a reduction of the share capital in accordance with this proposal will not require notice to the Company's creditors, cf. Section 12-5 (1) of the PLCA.

The amount of the share capital reduction shall be used for coverage of loss that cannot be covered otherwise (cf. Section 12-1 (1) no 1 of the PLCA), based on an interim balance sheet in the Company as of 31 December 2019 that has been prepared and audited in accordance with the rules applying to the annual financial statement.

Events of significant importance have not occurred after the date of the interim balance sheet, that weaken the foundation for a reduction of share capital; however, it should be mentioned that the Company announced its updated corporate strategy on 30 January 2020 and has continued to invest its cash to implement and carry out such strategy since the interim balance sheet date. The interim balance sheet including the auditor's report will be made available at the Company's office c/o the offices of Advokatfirmaet Ræder AS in Dronning Eufemias 11 in Oslo for inspection, as well as on the Company's website [www.thinfilmsystems.com](http://www.thinfilmsystems.com). There is also no distribution of this share capital decrease, since the reduction amount is used to cover loss that cannot be covered otherwise. The Board does not see that there are any other matters that must be emphasised in connection with the proposed capital reduction.

The Board will also consider to allocate a portion of the reduction amount to the Company's reserves to be used as decided by the general meeting (cf. Section 12-1 (1) no. 3 of the PLCA), provided that such share capital reduction is followed by a share capital increase as proposed in section 5, so that the Company's share capital is increased with at least the amount reduced for such purpose. Such share capital reduction will not be subject to notice to the Company's creditors, provided that the Private Placement proposed in section 5 is resolved and registered with the Norwegian Register of Business Enterprises at the same time as the proposed resolution in this section 4, cf. Section 12-5 (2) of the PLCA.

In connection with the contemplated share capital reduction, the Board proposes that the Company's Articles of Association is amended in accordance with section 4.3 below.

On this background, the Board proposes the following resolutions:

4.1 Approval of interim balance sheet

*The Company's interim balance sheet as per 31 December 2019 is approved.*

4.2 Reduction of share capital by reduction of par value of the shares

*The Company's share capital shall be reduced with NOK 122,460,584.29, from NOK 128,905,878.20 to NOK 6,445,293.91. The capital reduction shall be made by a reduction of the par value of the shares in the Company from NOK 2.20 per share to NOK 0.11 per share. The reduction amount shall be used for coverage of losses that cannot be covered otherwise, cf. Section 12-1 (1) of the PLCA.*

*The resolution in this section 4 is conditional upon the Extraordinary General Meeting resolving a share issuance in accordance with the Board's proposal in section 5 below.*

4.3 Amendment of the Company's Articles of Association

*Section 4 in the Company's Articles of Association shall be amended to read as follows:*

*"§4 The Company's share capital*

*The Company's share capital is NOK 6,445,293.91 divided into 58,593,581 shares each having a par value of NOK 0.11."*

**5. Private Placement; issuance of new shares and amendment of the Company's Articles of Association**

As stated in the stock exchange announcement at Oslo Børs NewsWeb on 25 March 2020, the Company intends to carry out a private placement of shares (the "**Private Placement**"). On this background, the Board proposes that the Extraordinary General Meeting resolves to issue new shares in connection with the Private Placement to investors as proposed by the Board.

The Private Placement structure of the transaction will inherently require a waiver of existing shareholders' preferential rights to subscribe for new shares. The Board considers such structure and waiver necessary and appropriate in the interest of time and successful completion. Given the proposed terms of the Private Placement and the financial condition of the Company, the Board does not view the proposed Private Placement as a violation of the principle of equal treatment of shareholders. Nevertheless, the Board proposes that the Extraordinary General Meeting authorizes the Board to carry out a subsequent offering as set out in section 7. The final resolution on whether to proceed with the subsequent offering shall be made by the Board.

To the best of the Board's knowledge, there are no matters to which importance must be paid in connection with the subscription for shares. Nor is the Board aware of any event which have occurred since the interim balance sheet date referenced in section 4 of this Notice, which is of substantial importance to the Company; provided, however, that it should be mentioned that the Company announced its updated corporate strategy on 30 January 2020 and has continued to invest its cash to implement and carry out such strategy since the interim balance sheet date. Please also note that the Company's financial position is affected by the current extraordinary situation relating to the coronavirus outbreak.

The proposal in this section 5 is drafted under the assumption that the proposal to carry out a reduction of share capital is resolved as proposed above in section 4.

Further to the foregoing, the Board proposes that the Extraordinary General Meeting passes the following resolution:

#### 5.1 Private Placement; issuance of new shares

*The Company's share capital shall be increased with maximum NOK 120,000,000.01 to maximum NOK 126,445,293.92, by issuance of maximum 1,090,909,091 new shares, each share having a par value of NOK 0.11. The minimum amount of share capital increase and the minimum number of shares issued shall be calculated based on the maximum subscription price below (to be inserted on the date of the Extraordinary General Meeting). The total subscription amount shall be minimum NOK 50,000,000 and maximum NOK 120,000,000.01. The subscription price per share shall be determined by the Company's Board following a book building process ("**Book Building**") provided, however, that the subscription price per share shall be at a minimum the par value of the share and at a maximum twice the average closing price per share as reported by Oslo Børs over thirty (30) trading days immediately preceding the Extraordinary General Meeting. The new shares may be subscribed for by existing and/or new shareholders, to be identified through the Book Building. Existing shareholders' preferential right to subscribe for shares according to Section 10-4 of the PLCA is waived.*

*Subscription for the new shares shall be made on a separate subscription form by 20 April 2020 (or such later date as agreed by the Board of Directors, but no later than 31 May 2020). The subscription price shall be paid within 20 April 2020 (or such later date as agreed by the Board of Directors, but no later than 31 May 2020) to a separate bank account specified by the Company in writing, cf. Section 10-13 of the PLCA. In case of non-payment from the subscriber, the Board may transfer such subscriber's rights to other subscriber(s).*

*The new shares shall carry shareholder rights, including right to dividends or other distributions that are declared, from registration of the share capital increase in the Norwegian Register of Business Enterprises.*

*The estimated costs related to the private placement are approximately NOK 950,000, including costs related to the preparation of a prospectus.*

#### 5.2 Amendment of the Company's Articles of Association

*The Board is authorized to amend Section 4 in the Company's Articles of Association regarding the share capital and number of shares following the share capital increase resolved in this section 5.*

### **6. Share consolidation and amendment of the Company's Articles of Association**

As of the date of this notice, the par value of the Company's shares is NOK 2.20; however, the closing trading price per share as reported by Oslo Børs on the trading day immediately preceding the date of this Notice was NOK 1.02. The Board proposes that the Extraordinary General Meeting resolves a 1:5 share consolidation so that 5 shares, each having a par value of NOK 0.11, are consolidated into one – 1 – share having a par value of NOK 0.55.

As Norwegian company law does not allow fractional shares, the total number of shares in the Company must be dividable by 5 in order for the share consolidation to be carried out. In case the number of shares in the Company at the effective date of the resolution of the share consolidation is not dividable by 5, the Board proposes a Board authorization to increase the share capital to the extent necessary to make the total number of shares dividable by 5. The Company will procure the transfer of such number of shares from an existing shareholder, which is necessary to enable all fractional shares to be rounded up to the nearest full share. To the extent the rounding upwards of shares result in the number of outstanding shares being in excess of the registered number of shares in the Company, the Board is authorized to delete such surplus shares in the VPS.

The share consolidation shall be carried out on such date as determined by the Board.

Further, the Board proposes that the Company's Articles of Association are amended to reflect the proposed share consolidation.

## 6.1 Board authorization to issue shares in connection with share consolidation

*The Board of Directors of Thin Film Electronics ASA ("the Company") is authorized to carry out a share capital increase by issuing a number of shares with a maximum total par value of NOK 0.44. This Board authorization is in addition to the Board authorization given in section 5 of the minutes of the extraordinary general meeting dated 23 October 2019 and the authorization set out in agenda item 9.2 below.*

*The authorization may be used in connection with the share consolidation proposed in section 6.2 and to the extent necessary to make the total number of shares in the Company dividable by 5. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 in the PLCA. To the extent the rounding upwards of shares result in the number of outstanding shares being in excess of the registered number of shares in the Company, the Board is authorized to delete such surplus shares in the VPS.*

*Existing shareholders waive their preemptive right to subscribe for shares according to Section 10-4 of the PLCA in event of a share capital extension as authorized herein.*

*Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contributions and other special subscription terms, as provided in Section 10-2 of the PLCA.*

*The authorization shall be valid until the 2020 Annual General Meeting, but not beyond 30 June 2020.*

*The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Company Registry. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board otherwise determines.*

## 6.2 Share consolidation and amendment of the Company's Articles of Association

*The Company's shares are consolidated so that 5 shares, each having a par value of NOK 0.11, are consolidated into one (1) share, having a par value of NOK 0.55. The Board is authorized to amend the Company's Articles of Association accordingly following the completion of the Private Placement proposed in section 5.*

*The share consolidation shall be carried out on such date as determined by the Board.*

*By reason of the share consolidation, the number of outstanding warrants and subscription rights in the Company and the consideration for the shares to be issued in the Company upon exercise of such warrants and subscription rights shall be adjusted accordingly.*

## **7. Contemplated Subsequent Offering; issuance of new shares and amendment of the Company's Articles of Association**

As the Private Placement proposed in section 5 will lead to share dilution for shareholders not participating in such placement, the Board may resolve to carry out a subsequent offering (hereinafter referred to as the "**Subsequent Offering**") in order to reduce the diluting effect.

In order for the Subsequent Offering to reduce the diluting effect for the shareholders, in reference to the maximum amount of shares that may be issued in accordance with the Private Placement proposed in section 5, the Board finds it appropriate to propose that the Company may issue shares up to 30% of the number of shares issued in the Private Placement in the Subsequent Offering.

To the best of the Board's knowledge, there are no matters to which importance must be paid in connection with the subscription of shares. Nor is the Board aware of any event which have occurred since the interim balance sheet date of 31 December 2019 which is of substantial importance to the Company; however, it should be mentioned that the Company announced its updated corporate

strategy on 30 January 2020 and has continued to invest its cash to implement and carry out such strategy since the interim balance sheet date.

Copies of the Company's interim balance sheet dated 31 December 2019 and the auditor's report in regard thereto will be made available at the Company's offices c/o the offices of Advokatfirmaet Ræder AS in Dronning Eufemias 11 in Oslo for inspection, as well as on the Company's website [www.thinfilmsystems.com](http://www.thinfilmsystems.com).

The proposal in this section 7 is conditional upon the proposals to carry out a reduction of share capital and a share issuance being resolved as proposed in sections 4 and 5 above. If the Private Placement in section 5 is not completed, the proposal to increase the share capital by issuance of new shares in this section 7 could also be carried out as a rights issue.

The minimum and maximum amount that the share capital may be increased with according to the proposal in this section 7, as well as the par value of the shares, is based on the Company's share capital being consolidated in accordance with section 6 above. If the share consolidation is not resolved prior to the proposal in this section 7, the proposal shall be adjusted accordingly.

Thus, the Board proposes the following resolution:

1. *The Company's share capital may be increased with maximum NOK 36,000,000.30, by issuance of up to 65,454,546 new shares, each share having a par value of NOK 0.55, for a subscription price per share equal to the subscription price per share in the Private Placement. The minimum amount of share capital increase and the minimum number of shares issued shall be 20% of the Private Placement and calculated based on the maximum subscription price in the Private Placement (to be inserted on the date of the Extraordinary General Meeting). The final resolution whether to proceed with the Subsequent Offering, and the final size and terms of the Subsequent Offering, shall be made by the Board by no later than 31 May 2020.*
2. *Shareholders in the Company as per the date of the Private Placement, as shown in the Company's shareholders' register in the VPS following ordinary T+2 settlement on the date of the Private Placement (the "**Record Date**") who were not allocated shares in the Private Placement and who are, in the opinion of the Company, not resident in a jurisdiction where such offering would be unlawful or (for other jurisdictions than Norway) would require a prospectus filing, registration or similar action, may subscribe for shares in the Subsequent Offering ("**Eligible Shareholders**"). Eligible Shareholders will be granted subscription rights that give preferential rights to subscribe for shares in the Subsequent Offering. Eligible Shareholders shall receive subscription rights proportionate to the number of shares in the Company that are registered as held by such Eligible Shareholder on the Record Date. A right to subscribe for a fraction of a share shall be rounded down to the nearest whole share. Oversubscription and subscription without subscription rights is permitted. Unexercised subscription rights will be allocated among Eligible Shareholders who have unsubscribed, pro rata based on their number of subscription rights. To the extent pro rata allocation is not possible, the Board will allocate by drawing lots. The subscription rights are non-tradable. Shares not subscribed for by the Eligible Shareholders may be allocated to and subscribed for by other shareholders and/or other third parties in the sole discretion of the Board.*
3. *The existing shareholders' preferential rights pursuant to Section 10-4 of the PLCA is deviated from.*
4. *A prospectus approved by the Norwegian Financial Supervisory Authority (the "**FSA**") of Norway pursuant to chapter 7 of the Norwegian Securities Trading Act shall be prepared in connection with the share capital increase (the "**Prospectus**"). Unless the Board decide otherwise, the Prospectus shall not be registered with or be approved by authorities outside Norway.*
5. *The subscription period for the Subsequent Offering will commence on 22 April 2020 and end on 6 May 2020 at 16:30 hrs (CET) (or at such later date as determined by the Board, but, in case the Board determines to carry out the Subsequent Offering, the subscription period shall commence no later than 1 June 2020 and end on 14 June 2020). In the event that the Prospectus related to the share capital increase has not been approved by the FSA by the end*

*of 21 April 2020, the subscription period will commence on the first trading day on Oslo Stock Exchange (Nw. Oslo Børs) following such approval and end at 16:30 hrs (CET) 14 days later. Subscription shall be made by signing and returning the subscription form to be attached to the Prospectus.*

- 6 Payment of the subscription price shall be made within five (5) days after the expiration of the subscription period. When completing the subscription form, each subscriber domiciled in Norway shall provide a one-time irrevocable authorization to DnB Bank to debit a specific bank account with a Norwegian Bank for the amount payable for the shares allocated to the subscriber. The debiting will be done on or about the deadline for payment. For subscribers without a Norwegian bank account, payment shall be made pursuant to the instructions included in the subscription form attached to the Prospectus.*
- 7 The new shares shall carry right to dividend or other distributions that are declared following registration of the share capital increase with the Norwegian Register of Business Enterprises (Nw.: Foretaksregisteret). The estimated costs related to the share capital increase will depend on the total subscription in the Subsequent Offering, such costs being an amount up to NOK 950,000, including costs related to the placement and preparation of a prospectus.*
- 8 Following completion of the Subsequent Offering, the Board is authorized to amend Section 4 of the Articles of Association to state the share capital and number of shares following the Subsequent Offering.*
- 9 This share capital increase is conditional upon the Extraordinary General Meeting resolving a reduction of the share capital and a share issuance in accordance with the Board's proposals in sections 4 and 5 above. The minimum and maximum amount that the share capital may be increased with according the resolution in this section 7, as well as the par value of the shares, is based on the Company's share capital being consolidated in accordance with section 6 above. If the share consolidation is not resolved prior to the resolution in this section 7, the resolution shall be adjusted accordingly.*

## **8. Issuance of warrants**

In the effort to attract investors and accomplish the funding sought to be raised in Private Placement in section 5 above, the Board proposes that the Company is given the ability to offer warrants to the subscribers in the Private Placement, enabling a future follow-on investment by the subscribers, which follow-on investment, if consummated, would secure working capital for the Company going forward as the Company continues to implement and monetize its updated corporate strategy.

Reference is further made to the background for the Private Placement described in section 5.

The Board proposes the following resolution:

- 1. The Company shall issue warrants in accordance with Section 11-12 of the PLCA to investors participating in the Private Placement in accordance with section 5 above. The number of warrants which may be issued shall be a minimum number of one (1) warrant and a maximum number equal to the total number of shares being issued in the Private Placement in accordance with sections 5.*
- 2. In connection with the issuance of warrants, and the exercise of any of the warrants and the resulting share capital increase in the Company, the existing shareholders waive their preferential right to subscribe for warrants or shares, as the case may be, according to Section 11-13 of the PLCA.*
- 3. Each warrant shall entitle the holder to demand the issuance of one share in the Company; provided, however, that in the event the Company's share capital or number of shares is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum number of warrants (see subsection 1 above) that may be issued in accordance with this section 8, and the consideration for the shares to be issued in the Company upon exercise of the warrants, shall be adjusted accordingly and rounded downwards to the nearest whole number.*

4. *The warrants must be subscribed for on or before 20 April 2020 (or such later date as determined by the Board of Directors, but no later than 31 May 2020).*
5. *The warrants will be granted for no charge.*
6. *The Board is authorized to decide upon the subscription terms, including the date of payment and the right to sell shares to others.*
7. *As consideration for the shares to be issued in the Company upon exercise of the warrants hereunder, the holder of the warrants shall pay to the Company a sum per share equal to the volume-weighted average price of the Company's shares, as reported by Oslo Børs, thirty (30) trading days immediately prior to the warrant exercise date with a discount of up to 10% compared to such volume-weighted average price.*
8. *No warrants may be exercised beyond the 2-year anniversary of this resolution.*
9. *Any shares that are issued by the Company under this resolution shall carry rights to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. All other shareholder rights associated with these shares, hereunder those referenced in Section 11-12 (2) no.9 of the PLCA, shall attach from the date of issuance of the said shares.*

## **9. Employee Share Purchase Plan**

The Board intends to resolve a new employee share purchase plan, in which the employees of the Company or any of its subsidiaries, for such period as determined by the Board, in accordance with the proposed Board authorization in section 9.2, may convert a certain portion of the employee's cash remuneration from the Company or its subsidiaries to shares in the Company (the "2020 Employee Share Purchase Plan"). The number of shares that may be awarded to the employee shall be calculated based on the volume-weighted average price of the share over the 10 trading days immediately preceding the subscription date. The same terms would apply for all employees in the group subject to regulations in the respective countries.

Reference is made to the binding guidelines for remuneration of the management resolved by the Annual General Meeting on 28 May 2019. The Board seeks shareholder approval that managers can participate in the 2020 Employee Share Purchase Plan, which formally would represent share-based remuneration to management, cf. Section 6-16a of the PLCA.

The Board proposes a separate Board authorization to issue new shares, in order to facilitate the implementation of the 2020 Employee Share Purchase Plan. To enable the 2020 Employee Share Purchase Plan to operate through the full calendar year 2020, the authorization shall expire on the date of the 2021 Annual General Meeting, however no later than 30 June 2021. On this background, the Board proposes to the Extraordinary General Meeting the following resolutions:

### 9.1 Remuneration to the management

*"It is resolved that the management may elect to receive share-based remuneration in accordance with the 2020 Employee Share Purchase Plan as determined by the Board of Directors, on the same terms as all other employees in the group."*

### 9.2 Board authorization to issue shares in connection with 2020 Employee Share Purchase Plan

1. *The Board of directors of Thin Film Electronics ASA ("the Company") is authorized to accomplish one or more share capital increases by issuing new shares. The total amount by which the share capital may be increased is NOK 12,890,587.82 (representing 10 per cent of the registered share capital of the Company as of the date of this Notice). This Board authorization is in addition to the Board authorization given in section 5 of the minutes of the extraordinary general meeting dated 23 October 2019 and the authorization set out in agenda item 6.1 above.*



2. *The authorization may be used in connection with the award of shares in the Company to employees in the Company or any of its subsidiaries under the terms and conditions of the 2020 Employee Share Purchase Plan, whereby such employees may convert a certain portion of the employee's cash remuneration from the Company or its subsidiaries to shares in the Company (the "2020 Employee Share Purchase Plan"). The number of shares that may be awarded to the employee shall be calculated based on the volume-weighted average price of the share over the 10 trading days immediately preceding the subscription date. The authorization does not comprise share capital increases in connection with mergers, cf. Section 13-5 of the PLCA.*
3. *In the event the Company's share capital or nominal value per share is changed by way of a capitalization issue, stock split, stock consolidation etc., the maximum nominal value of the shares that may be issued under this authorization shall be adjusted accordingly.*
4. *Existing shareholders are waiving their pre-emptive right to subscribe for shares according to the PLCA in the event of a share capital increase as authorized herein.*
5. *The Board is authorized to decide upon the subscription terms, including issue price, date of payment and the subscribers' right to sell shares to others.*
6. *Payment of share capital in connection with a share capital increase authorized herein may be made by way of non-cash contribution and other special subscription terms, as same are provided in Section 10-2 of the PLCA.*
7. *The Extraordinary General Meeting authorizes the Board to amend the Company's Articles of Association concerning the size of the share capital when the instant authorization is used.*
8. *The authorization shall be valid until the 2021 Annual General Meeting, but not later than 30 June 2021.*
9. *The new shares, which may be subscribed for according to this authorization, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of issuance, unless the Board determines otherwise.*
10. *Shares that are not fully paid cannot be transferred or sold.*

**10. Board Remuneration; authorisation for Board members to receive remuneration in the form of shares in lieu of cash fee**

The proposal from the Nomination Committee on this subject will be presented prior to the Extraordinary General Meeting.

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Oslo, 25 March 2020

Thin Film Electronics ASA

Morten Opstad,  
Chairman of the Board of Directors

## ONLINE SHAREHOLDERS' MEETING GUIDE 2020

Thin Film Electronics ASA will be conducting the Extraordinary General Meeting ("EGM") on 15 April 2020 as a hybrid general meeting, giving you the opportunity to attend the EGM either in person or to participate online by using your smartphone, tablet or computer.

The hybrid EGM is administered by DNB Bank ASA, Registrars Department, who has licensed the software for the online EGM from the company Lumi Ltd., giving all shareholders in the company the option to attend the EGM on an online platform.

By attending the online EGM, you will be able to listen to a live webcast of the meeting, submit questions relating to the items on the agenda and cast your votes in the real time poll of the EGM. Secure identification of shareholders is done by using the unique reference number and pin code that are assigned each shareholder for the EGM by the Norwegian Central Securities Depository (in Norwegian either "**Verdipapirsentralen**" or the "**VPS**").

No deadline for registration is applicable for using the online EGM solution, however, please note that you must be logged into the online EGM no later than at the start of the meeting. The following pages will provide you with a short guide on how to access, participate and submit your votes at the online EGM.

**If you do not intend to participate in the EGM through the online Lumi solution, please note the deadline for registration as set out in the notice. Please refer the notice for the EGM and appendices for further information on registration of such attendances or proxies.**

### HOW TO ACCESS THE ONLINE AGM

#### STEP (1)

In order to attend the online EGM you need access the Lumi solution by doing either of the following:

- c) **Use the Lumi AGM app:**  
Download the Lumi AGM app from the Apple Appstore or Google Play Store by searching for Lumi AGM, or
- d) **Visit <https://web.lumiagm.com>:**  
Go to the LUMI AGM website <https://web.lumiagm.com> either on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible.

#### STEP (2)

Once you have either downloaded the **Lumi AGM app** or entered <https://web.lumiagm.com> into your web browser, you'll be asked to enter the following **meeting ID** and click **join**:

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Meeting ID: 171-721-835  
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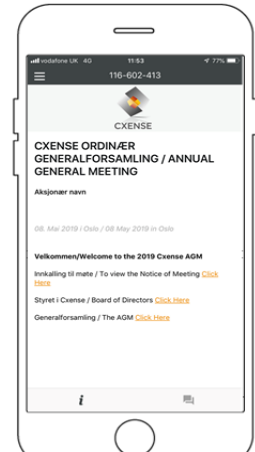
#### STEP (3)

You will then be required to enter your:

- a) Username; **Reference number from VPS**
- b) Password; **Pin code from VPS**

**You will be able to log in at the latest one hour before the meeting starts.**

When successfully authenticated, the info screen will be displayed. You can view company information, submit questions relating to the items on the agenda and live stream the webcast.



## HOW TO RECEIVE REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and pin number for use in the EGM, available to each shareholder through VPS Investor Services.

Access VPS investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.


All VPS registered shareholders may access VPS Investor Services through [www.vps.no](http://www.vps.no) or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not elected Electronic corporate messages in investor Services will in addition to this, also receive their reference number and pin code by post from the company.

**Nominee registered shareholders:** Shares held through nominee accounts must be transferred to a segregated VPS account registered in the name of the shareholder in order to participate in the EGM; once shares are transferred to the segregated VPS account, a reference number and pin code is assigned to this account. Please contact your custodian for further information and/or instructions on obtaining reference number and pin code for nominee held shares.

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## HOW TO VOTE

Once the voting has opened, the polling icon  will appear on the navigation bar at the bottom of the screen. From here, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.

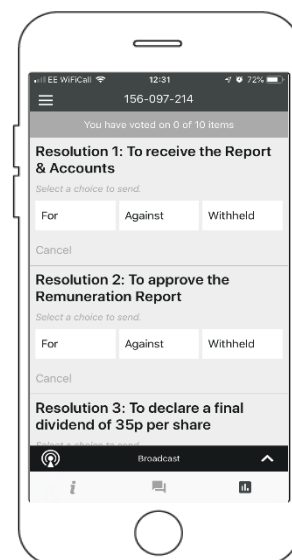
*For - Vote received*

To change your vote, simply select another voting direction. If you wish to cancel your vote, please press Cancel.

Once the chairperson has opened voting, voting on any item can be performed at any time during the meeting until the chairperson closes the relevant voting on the specific resolution. Your last choice before the individual vote is closed will be final and cannot be changed.

You will be able to send messages and attend the webcast while the poll is open.

Please note that if a proxy with voting instruction is registered prior to the EGM, this is valid unless the shareholder participates online and alter the voting on the items.



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## QUESTIONS TO THE CHAIRPERSON

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the Q&A session up until the chairperson closes the session.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Type your message within the chat box at the bottom of the messaging screen. Once you have completed your message, click the send button.

Questions submitted online will be moderated before being sent to the chairperson to avoid repetition and remove any inappropriate language. All questions and messages will be presented with the full name and identity of the shareholder raising the question.

## DOWNLOADS

Links are present on the info screen. When you click on a link, the selected document will open in your browser.

Data usage for streaming the annual shareholders' meeting or downloading documents via the EGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc) and the network connection (3G, 4G).

Ref no:

PIN code:

**Notice of Extraordinary General Meeting**

An Extraordinary General Meeting of Thin Film Electronics ASA will be held on 15 April 2020 at 09:00 at Advokatfirmaet Ræder AS, Dronning Eufemias gate 11, Oslo, Norway

**The Extraordinary General Meeting of Thin Film Electronics ASA will be held as a hybrid General Meeting and you are invited to participate in the General Meeting online, see further information in Appendix 1 of the Notice of the General Meeting. If you wish to participate in the General Meeting in person or by proxy without using the online solution for participation, you will have to notify this to the Company by returning this attendance form or proxy forms.**

**Notice of attendance**

The undersigned will attend the Extraordinary General Meeting on 15 April 2020 and vote for:

A total of \_\_\_\_\_ Shares  
Own shares  
Other shares in accordance with enclosed Power of Attorney

This notice of attendance must be received by DNB Bank ASA no later than 12 noon on 14 April 2020. **Notice of attendance may be sent electronically through the Company's website [www.thinfilmsystems.com](http://www.thinfilmsystems.com) menu item INVESTORS or through VPS Investor Services.** To access the electronic system for notification of attendance through the Company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)
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**Proxy (without voting instructions)**

Ref no:

PIN code:

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Extraordinary General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chairman of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 12 noon on 14 April 2020. **The proxy may be sent electronically through the Company's website [www.thinfilmsystems.com](http://www.thinfilmsystems.com) menu item INVESTORS or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

- the Chairman of the Board of Directors (or a person authorised by him), or
- \_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on 15 April 2020.

Place	Date	Shareholder's signature (Signature only when granting a proxy)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)**
**Ref no:**
**PIN code:**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Extraordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chairman of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 12 noon on 14 April 2020. It may be **sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no)** /regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: \_\_\_\_\_  
hereby grants (tick one of the two):

- the Chairman of the Board of Directors (or a person authorised by him), or
- \_\_\_\_\_  
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Thin Film Electronics ASA on 15 April 2020.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his or her discretion. In such case, the proxy holder will vote on the basis of his or her reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda Extraordinary General Meeting 15 April 2020		For	Against	Abstention
1	Election of chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Report on the Company's financial position			
4.1	Approval of interim balance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2	Reduction of share capital by reduction of par value of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3	Amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1	Private Placement; issuance of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1	Board Authorization to issue shares in connection with share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Share consolidation and amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Contemplated subsequent offering; issuance of shares and amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Issuance of warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.1	Remuneration to the management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	Board Authorization to issue shares in connection with 2020 Employee Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Authorization for Board members to receive remuneration in the form of shares in lieu of cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \_\_\_\_\_  
Place

 \_\_\_\_\_  
Date

 \_\_\_\_\_  
Shareholder's signature  
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.